

CHARTER of the PIKE PLACE MARKET Public
Development Authority; revised January
8, 1985

REPORT OF COMMITTEE

Honorable President:

Your

to which was referred the within _____
would respectfully report that we have considered the same and respectfully recommend that

Filed March 19, 1985

Tim Hill, City Comptroller

By Theresa Dunbar

Deputy

ACTION OF THE COUNCIL

Referred	To
Referred	To
Referred	To
Reported	Disposition
Re-referred	To
Reported	Disposition

Office Of The Mayor
City of Seattle

Charles Royer, Mayor



MEMORANDUM

Date: February 27, 1985

To: Tim Hill

From: Charles Royer

Subject: Capitol Hill Housing Improvement Program Charter Amendments

Attached are two copies of the Pike Place Market PDA revised charter and two copies of the Historic Seattle revised charter. There is a place for your signature on the last page of both copies of each charter. The Municipal Code Chapter 3.110.430 states: "a charter amendment proposed by the public corporation shall take effect and become a part of the charter upon the filing of the Mayor's approval with the Comptroller." The Law Department advises, however, that you formally attest this revised charter since the amendments are incorporated as part of the entire charter. Please retain one copy for your files and return one copy to the Office of Management and Budget to be given to the public corporation. This, hopefully, will leave no doubt about what version of the charter is in effect.

Staff in the Office of Management and Budget have been working with all eight public corporations for over a year to bring each charter into compliance with the municipal code and to clarify some responsibilities of the governing councils. These charters are the second and third to be completed.

If you have questions, please contact Gary Zarker.

CR:bcg

Attachments

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DEVELOPMENT AUTHORITY CHARTER

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CHARTER
OF
PIKE PLACE MARKET PRESERVATION AND DEVELOPMENT AUTHORITY

ARTICLE I
NAME AND SEAL

The name of this corporation shall be Pike Place Market Preservation and Development Authority (hereinafter the "Authority"). The Authority seal, as set forth below, shall be a circle with the name "PIKE PLACE MARKET PRESERVATION AND DEVELOPMENT AUTHORITY" inscribed therein.

ARTICLE II
AUTHORITY AND LIMIT ON LIABILITY

Section 1. Authority.

The Authority is a public corporation organized pursuant to RCW 35.21.660, 35.21.670 and 35.21.730-.755, and Seattle Municipal Code Ch. 3.110.

Section 2. Limit on Liability.

All liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City of Seattle on account of any debts, obligations, or liabilities of the Authority.

Section 3. Mandatory Disclaimer.

The following disclaimer shall be posted in a prominent place where the public may readily see it in the Authority's

principal and other offices. It shall also be printed or stamped on all contracts, bonds, and other documents that may entail any debt or liability by the Authority.

The Pike Place Market Preservation and Development Authority is organized pursuant to Seattle Municipal Code (SMC) 3.110 and RCW 35.21.660, 35.21.670, and 35.21.730-.755. RCW 35.21.750 provides as follows: "All liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority."

ARTICLE III

DURATION

The duration of the Authority shall be perpetual.

ARTICLE IV

PURPOSES

The purpose of the Authority is to provide a legal entity under RCW 35.21.660 and City of Seattle Municipal Code Ch. 3.110 through which citizens may fulfill the aims and objectives of the Pike Place Historical District Ordinance 100475, the Historical Preservation Plan for the seven-acre Pike Place Market Historical District, and the redevelopment plan for the Pike Place urban renewal area. The Authority will also be concerned with the rehabilitation and redevelopment of the surrounding areas which may affect the character of the Market Historical District.

Employing the unique powers and capabilities conferred by State and City law, the Authority intends to undertake the renewal, rehabilitation, preservation, restoration, and development of structures and open spaces in the above-described areas in a manner that affords a continuing opportunity for Market farmers, merchants, residents, shoppers, and visitors to carry on their traditional market activities. In addition to upgrading structures and public amenities in and around the Market Historical District, the Authority will initiate programs to expand food retailing in the District, especially the sale of local farm produce; to preserve and expand the residential community, especially for low-income people; to promote the survival and predominance of small shops, marginal businesses, thrift shops, and other enterprises, activities, and services which are essential to the functioning of the Market.

The Authority shall provide a structure within which all public agencies, private groups, organizations, and individuals whose concerns and interest relate to the preservation of Seattle's Market area may work together to accomplish the above purposes and goals.

In undertaking these purposes, the Authority will initiate and carry out studies to determine what kinds of programs will fulfill the above-stated goals. Such research activities will constitute the initial steps in the implementation of specific projects.

ARTICLE V

POWERS

The Authority shall have and exercise all powers necessary or convenient to effect the purposes for which the Authority is organized and perform authorized Authority functions, including without limitations, the power to:

1. Own and sell real and personal property;
2. Contract for any Authority purpose with the United States, a state, and any subdivision or agency of either, and with individuals, associations and corporations;
3. Sue and be sued in its name;
4. Lend and borrow money;
5. Do anything a natural person may do;
6. Perform all manner and type of community services and activities utilizing federal or private funds;
7. Administer and execute federal grants and programs;
8. Receive and administer federal funds;
9. Provide and implement such municipal services as the City Council and Mayor may by ordinance direct;
10. Transfer, with or without consideration, any funds, real or personal property, property interests, or services received from federal government or private sources or, if otherwise legal, from a state or any of its political subdivisions or agencies;
11. Receive and administer private funds, goods, or services for any lawful public purpose;

12. Purchase, lease, exchange, mortgage, encumber, improve, use, or otherwise transfer or grant security interests in real or personal property or any interests therein; grant or acquire options on real and personal property; and contract regarding the income or receipts from real property;

13. Issue negotiable bonds and notes in conformity with Seattle Municipal Code 3.110.420 and applicable provisions of the Uniform Commercial Code and state law in such principal amounts as, in the discretion of the Council, shall be necessary or appropriate to provide sufficient funds for achieving any Authority purposes; or to secure financial assistance, including matching funds from the United States, for corporate projects and activities;

14. Contract for, lease, and accept transfers, gifts, or loans of funds or property from the United States, a state, and any political subdivision or agency of either, including property acquired by any such governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions therefor;

15. Manage, on behalf of the United States, a state, and any political subdivision or agency of either, any property acquired by any such entity through gift, purchase, construction, lease, assignment, default, or exercise of the power of eminent domain;

16. Recommend to appropriate governmental authorities public improvements and expenditures in areas of the City in which the Authority by its Charter has a particular responsibility;

17. Recommend to the United States, a state, and any political subdivision or agency of either any property which, if committed or transferred to the Authority, would materially advance the public purpose for which the Authority is chartered;

18. Initiate, carry out, and complete such improvements of benefit to the public consistent with this Charter as the United States, a state, and any political subdivision or agency of either may request;

19. Recommend to the United States, a state, and any political subdivision or agency of either such tax, financing, and security measures as the Authority may deem appropriate to maximize the public interest in the Pike Place urban renewal area;

20. Lend its funds, property, credit, or services for Authority purposes, or act as a surety or guarantor for Authority purposes;

21. Provide advisory, consultative, training, educational, and community services or advice to individuals, associations, corporations or governmental agencies, with or without charge;

22. Control the use and disposition of Authority property, assets, and credit;

23. Invest and reinvest its funds;

24. Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred;

25. Sponsor, lease, manage, construct, own, or otherwise participate in housing projects, where such activity furthers the public purpose for which the Authority is chartered;

26. Maintain books and records as appropriate for the conduct of its affairs;

27. Conduct Authority affairs, carry on its operations, and use its property as allowed by law and consistent with Seattle Municipal Code Ch. 3.110, its Charter, and its Rules and Regulations; name Authority officials, designate agents, and engage employees, prescribing their duties, qualifications, and compensation; and secure the services of consultants for professional services, technical assistance, or advice;

28. Identify and recommend to the United States, a state, and any political subdivision or agency of either, the acquisition by the appropriate governmental entity--for transfer to or use by the Authority--of property and property rights which if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purpose for which the Authority is chartered; and

29. Exercise and enjoy such powers as may be authorized by law.

ARTICLE VI

LIMITS

The Authority in all activities and transactions shall be limited in the following respects:

1. All funds, assets, or credit of the Authority shall be applied toward or expended upon services, projects, and activities authorized by its Charter. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable as such to, the Council members, officers of the Authority or other private persons, except that the Authority is authorized and empowered to:

(a) Compensate Authority officials and others performing services for the Authority a reasonable amount for services rendered and to reimburse reasonable expenses actually incurred in performing their duties;

(b) Assist the Authority officials as members of a general class of persons to be assisted by the Council-approved project or activity to the same extent as other members of the class as long as no special privilege or treatment accrues to such Authority official by reason of his or her status or position in the Authority;

(c) Defend and indemnify any Authority official (including employees), any former Authority official, and their successors, against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any

claim, action, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been an Authority official, or by reason of any action alleged to have been taken or omitted by him or her as such official, provided that he or she was acting in good faith on behalf of the Authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which Authority officials may be entitled as a matter of law;

(d) Purchase insurance to protect and hold personally harmless any of its officials (including its employees and agents) from any action, claim, or proceeding instituted against the foregoing individuals arising out of the performance, in good faith, of duties for, or employment with, the Authority and to hold these individuals harmless from any expenses connected with the defense, settlement, or monetary judgments from such actions, claims, or proceedings. The purchase of such insurance and its policy limits shall be discretionary with the Authority Council, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance; and

(e) Sell assets for a consideration greater than their reasonable market value or acquisition costs, charge more for services than the expense of providing them, or otherwise

secure an increment in a transaction or carry out any other transaction or activity, as long as such gain is not the object or purpose of the Authority's transactions or activities and is applied to or expended upon services, projects, and activities as aforesaid.

2. No funds, assets, or property of the Authority shall be used for any partisan political activity or to further the election or defeat of any candidate for public office; nor shall any funds or substantial part of the activities of the Authority be used for publicity or educational purposes designed to support or defeat legislation pending before the Congress of the United States, or the legislature of this State, or the City Council; provided, however, that members and officials of the Authority may respond to requests by contacting members of Congress, State legislators, or City Council members for information and may appear before any such legislative body in connection with funding and other matters directly affecting the Authority or its ability to carry out the purposes for which it is chartered.

3. The Authority shall have no power of eminent domain nor any power to levy taxes or special assessments.

4. The Authority may not incur or create any liability that permits recourse by any contracting party or members of the public to any assets, services, resources, or credit of the City of Seattle.

5. The Authority shall not issue shares of stock, pay dividends, make private distribution of assets, or make loans to its corporate officials or engage in business for private gain.

ARTICLE VII

COUNCIL

Section 1. Council Composition.

Management of all Authority affairs shall reside in the Council. The Council shall be composed of twelve (12) members selected as follows:

1. Within eighteen months of the issuance of this Charter, the initial Council as designated in the application for this Charter shall by resolution divide the members of the Council into four classes of three (3) members each (designated Class I, Class II, Class III, and Class IV).

2. At the regular meeting of the Council that coincides most closely with the second anniversary of the issuance of this Charter, the terms of those members of the Council that are in Class I shall expire, provided that they shall continue in office until their successors are selected and qualified as provided in the Rules and Regulations.

3. The Council vacancies created by the expiration of the term of the Class I members shall be filled with:

- (a) One member selected by the Constituency,
- (b) One member selected by the Mayor, and
- (c) One member selected by the Council.

4. The names of members selected by the Constituency, by the Mayor, and by the Council shall be promptly submitted to the City Council for confirmation. Any such person whose name and supporting documentation have been submitted to the City Council shall, unless and until his or her name has been rejected by the City Council, have full powers and responsibilities of a confirmed Council member. No such person shall have or purport to have or exercise such powers and responsibilities until his or her name and all supporting documentation required by the City Council have been submitted to the City Council for confirmation.

5. This reappointment and confirmation procedure shall continue annually as to successive classes, so that at the regular meeting of the Council that coincides most closely with each anniversary of the issuance of this Charter, a new class of Council members shall take office; provided, however, that each person so selected shall hold office for the four-year term for which he or she is selected and until his or her successor shall have been selected and qualified; and provided that there shall be no restriction on members of the Council serving successive terms.

6. If a member appointed by the Mayor resigns, or becomes ineligible to serve or becomes unable to serve, the Council shall request that the Mayor appoint a new member to serve the balance of the unexpired term of such member.

7. In addition to Intervention and Trusteeship, as provided in Seattle Municipal Code 3.110.440 and 3.110.450, respectively, if it is determined for any reason that any or all of the Council members should be removed from office, after a full public hearing, and after selection of appropriate replacements by the Mayor and City Council pursuant to this section the Mayor and City Council may by ordinance remove any or all voting Council members from office. The term of any Council member removed pursuant to this section shall expire when the member receives a copy of the ordinance removing him or her from office and a letter signed by the Mayor advising him or her that he or she has been removed pursuant to this section. Any person appointed to the Council pursuant to this section shall be appointed by the Mayor and confirmed by the City Council in the same way other persons appointed to positions requiring City Council approval are appointed and confirmed. The term of any person appointed and confirmed pursuant to this section shall begin at the expiration of the term of the person being replaced and shall continue until the regular expiration of the term of the position being filled.

Section 2. Council Concurrence Required.

General or particular authorization or concurrence of the Council by resolution shall be necessary for any of the following transactions:

1. Transfer or conveyance of an interest in real estate other than a release of a lien or satisfaction of a mortgage after payment has been received and the execution of a lease for a current term of less than one year;

2. The contracting of debts, issuance of notes, debentures, or bonds, and the mortgaging or pledging of corporate assets to secure the same;

3. The donation of money, property, or other assets belonging to the Authority;

4. An action by the Authority as a surety or guarantor;

5. All transactions in which: (i) the consideration exchanged or received by the Authority exceeds ten thousand dollars (\$10,000), (ii) the performance by the Authority shall extend over a period of one year from the date of execution of an agreement therefor, or (iii) the Authority assumes duties to the City, the State, or the United States;

6. Any project or activity outside the limits of the City;

7. Adoption of an annual budget and a separate capital budget, when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000);

8. Certification of annual reports and statements to be filed with the City Comptroller as true and correct in the opinion of the Council and of its members, except as noted;

9. Proposed amendments to the Charter and to the Rules and Regulations; and

10. Such other transactions, duties, and responsibilities as the Charter shall repose in the Council or require Council participation by resolution.

Section 3. Council Review.

At least quarterly, the Council shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. When the operating budget is in excess of one million dollars (\$1,000,000), the Council shall also review on a quarterly basis balance sheets for the previous three months. The Council shall review all such information at regular meetings, the minutes of which shall specifically note such reviews, and include such information.

Section 4. Council Concurrence and Quorum Defined.

"Council concurrence," as used in this Article, may be obtained at any regular or special Council meeting by an affirmative vote of a majority of the Council members voting on the issue, provided that such majority equals not less than one-third of the Council voting membership.

A quorum to commence a Council meeting shall be no fewer than a majority of the Council's total voting membership. Voting membership means the total number of voting positions on the Council authorized by the Charter, whether filled or vacant. The Rules and Regulations of the Authority may prescribe Council quorum restrictions which equal or exceed the quorum restrictions imposed in this Section 4. Council members present at a duly

convened meeting may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Officers and Division of Duties.

The Authority shall have two or more officers. The same person shall not occupy both the chief executive office of the Authority and the office responsible for the custody of funds and maintenance of accounts and finances. The initial officers of the Authority shall be the Chairman, Vice-Chairman, Secretary and Treasurer of the Council. Additional officers may be provided for in the Rules and Regulations of the Authority. The Chairman shall be the agent of the Authority for service of process; the Rules and Regulations may designate additional corporate officials as agents to receive or initiate process. The corporate officers, who shall be selected from among the membership of the Council as provided in the Rules and Regulations, manage the daily affairs and operations of the Authority. The Council shall oversee the activities of the corporate officers, establish and/or implement policy, participate in corporate activity in matters prescribed in Section 2 of this Article VII, and shall have stewardship for management and determination of all corporate affairs except as may be specifically reposed in the Constituency under Article VIII hereof.

Section 6. Executive Committee.

The Rules and Regulations may provide for an Executive Committee, which shall be appointed or removed by the Council,

and shall have and exercise such authority of the Council in the management between meetings of the Council, as may be specified in the Rules and Regulations.

ARTICLE VIII

CONSTITUENCY

Section 1. Composition.

1. The Constituency of the Authority shall consist of its general membership, which shall be open to all persons sixteen years of age and over who shall pay dues, as provided in the Bylaws of the Constituency. The Rules and Regulations shall provide for meetings of members, including notice, quorum, and other provisions dealing with the membership.

2. For purposes of notice, the Constituency shall consist of members of record who have paid their annual dues, as provided in the Bylaws of the Constituency.

Section 2. Constituency Concurrence Required.

The concurrence of the Constituency shall be required on the following matters:

1. Any proposed amendments to the Charter;
2. Any proposed amendments to the Rules and Regulations of the Authority if said amendment deals with matters which are within the power and responsibility of the Constituency as set forth in this section;
3. Proposed amendments of the provisions of the Rules and Regulations governing procedures for meetings of the Constituency;

4. Annually fixing the compensation of Council members, if any, and the nature and limit of expenses incurred by Council members that may be reimbursed;

5. Election or selection of an independent auditor; and

6. Appointment of one member to the class of the Council membership expiring each year, as provided herein.

Section 3. Constituency Concurrence Defined.

Constituency concurrence, as used herein, shall be defined in the Rules and Regulations, except that matters requiring Constituency concurrence, as provided in Article VIII, Section 2, shall require an affirmative vote representing two-thirds (2/3) of the constituents voting on the issue, and at least 20 percent of the Constituency if it comprises less than 100 persons. If the Constituency comprises 100 persons or more, an affirmative vote of at least 10 percent of the Constituency shall be required.

ARTICLE IX

MEETINGS

Section 1. Council Meetings

1. The Council shall meet at least once a month.

2. Special meetings of the Council may be called as provided in the Rules and Regulations.

3. Any member of the Council, upon five (5) days' notice, may call a special meeting of the Council to consider matters appropriate to a regular meeting if twenty-five (25) days have

elapsed since the previous Council meeting and no future meeting has been scheduled.

Section 2. Open Public Meetings.

All Council meetings, including executive, all other permanent and ad hoc committee meetings, and Constituency meetings shall be open to the public to the extent required by RCW 42.30.010 et seq. The Council and committees may hold executive sessions to consider matters enumerated in RCW 42.30.010 et seq. or privileged matters recognized by law, and shall enter the cause therefor upon its official journal. Notice of meetings shall be given in a manner consistent with RCW 42.30.010 et seq. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meeting, any citizen shall have a reasonable opportunity to address the Council either orally or by written petition. Voting by telephone is not permitted.

Section 3. Parliamentary Authority.

The rules in Robert's Rules of Order (revised) shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order of the Authority set forth in the Rules and Regulations.

Section 4. Constituency Meetings.

1. A Constituency meeting open to all constituents of the Authority shall be held at least four (4) times each year with the date, time, and place to be selected by the Council. One of

such Constituency meetings shall be denominated the annual meeting. The Rules and Regulations shall provide for the time of year and general location for meetings of the Constituency, including notice therefor. The Council or a committee thereof shall report to and receive comment from the Constituency at each quarterly meeting on matters upon which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.

2. If ninety (90) days have elapsed after the previous meeting and no meeting of the Constituency has been scheduled, any constituent or corporate official may call a special meeting to consider matters appropriate for a quarterly meeting of the Constituency. Notice of such meeting shall be given pursuant to the Rules and Regulations and the expense of such notice shall be borne by the Authority.

3. Special meetings of the Constituency may be called by the Council or by petition of the constituents as provided by the Rules and Regulations.

Section 5. Minutes.

Copies of the minutes of all regular or special meetings of the Council shall be available to any person or organization that requests them. The minutes of all Council meetings shall include a record of individual votes on all matters requiring Council concurrence.

Section 6. Location of Public Meetings.

To the extent practicable, meetings of the Authority shall be held within the general area of the seven-acre Pike Place Market Historical District.

ARTICLE X

RULES AND REGULATIONS

The Council shall adopt Rules and Regulations to provide such rules for governing the Authority and its activities as are not inconsistent with this Charter. The adoption of the Rules and Regulations and any amendments thereto require a majority vote of the whole Council. The Council may provide in the Rules and Regulations for all matters related to the governance of the Authority, including but not limited to matters referred to elsewhere in the Charter for inclusion therein, and for the following:

1. The existence of committees of the Authority and the duties of any such committee;

2. Regular and special meetings of the Council and Constituency of the Authority;

Suspension or removal of Authority officials and conditions which would require such suspension or removal;

4. Any matters set forth in Seattle Municipal Code 3.110.140 not inconsistent with the Charter or not provided for herein;

5. Additional classes of membership.

ARTICLE XI

AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

Section 1. Proposals to Amend Charter and Rules and Regulations.

1. Proposals to amend the Charter or Rules and Regulations shall be presented in a format which strikes over material to be deleted and underlines new material.

2. Any Council member may introduce an amendment to the Charter or to the Rules and Regulations (which may consist of new Rules and Regulations) at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given.

Section 2. Council Consideration of Proposed Amendments.

If notice of a proposed amendment to the Charter or to the Rules and Regulations, and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Council fifteen (15) days prior to any regular Council meeting or any special meeting of which thirty (30) days' advance notice has been given, then the Council may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not so provided, the Council may not vote on the proposed amendment until the next regular Council meeting or special meeting of which thirty (30) days' advance notice has been given, provided that such notice and information is provided to Council members at least fifteen (15) days prior to such meeting.

Germane amendments to the proposed amendment within the scope of

the original amendment will be permitted at the meeting at which the vote is taken.

Section 3. Vote Required for Amendments to Charter.

Resolutions of the Council approving amendment to the Charter require an affirmative vote representing two-thirds (2/3) of the Council members voting on the issue and a majority of the council voting membership for adoption.

Section 4. Vote Required for Amendments to Rules and Regulations.

The minimum vote that is required for the amendment, alteration, or repeal of the Rules and Regulations of the Authority shall be an affirmative vote of a majority of the whole Council.

Section 5. Constituency Consideration of Proposed Amendment.

Notice, that a vote will be taken on a proposed amendment to the Charter, or to provisions of the Rules and Regulations which require Constituency concurrence pursuant to Article VIII, § 2, shall be provided to constituents thirty (30) days prior to the Constituency meeting at which a vote will be taken. The text of the proposed amendment and a statement of its purpose and effect shall be provided to constituents fifteen (15) days prior to such meeting. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 6. Approval by Mayor.

After adoption of a proposed amendment to the Charter of the Authority, as set forth herein, by the Council and Constituency,

the proposed amendment shall be filed in duplicate with the City Comptroller. The Mayor may approve or disapprove the proposed amendment. If the Mayor approves the proposed amendment, he or she shall cause to be issued duplicate originals of the revised charter, each signed by the Mayor and bearing the City Seal attested by the City Comptroller. One original shall be retained by the City Comptroller as a public record, and the other shall be delivered to the Authority.

Section 7. Effective Date of Amendments to Charter.

Amendments to the Charter proposed by the Authority shall take effect and become part of the Charter upon the filing of the Mayor's approval with the Comptroller.

Section 8. Effective Date of Amendments to Rules and Regulations.

Amendments to the Rules and Regulations shall not take effect until ten (10) days after filing of the same with the City Comptroller, unless such amendment(s) shall have been passed by unanimous vote of the Council and the Constituency (if affected by the amendment), and an earlier date be set.

ARTICLE XII

RECORDS AND REPORTING REQUIREMENTS

Section 1. Establishment and Maintenance of Office and Records.

The Authority shall:

1. Maintain a principal office within the limits of the City;

2. File and maintain current with the Comptroller a listing of all officials, their positions, and their business and home addresses, their business and home phone numbers, the address of its principal office and all other offices used by it, and a current set of its Rules and Regulations; and

3. Maintain all authority records in a manner consistent with the Preservation and Destruction of Public Records Act, RCW Chapter 40.14.

Section 2. Public Records.

The public shall have access to records and information of the Authority to the extent required by state law and City ordinance.

Section 3. Annual Report.

The Authority shall:

1. Within three (3) months of the end of its fiscal year, file an annual report with the Comptroller, the City Council, and the the Mayor's designee containing a certified statement of assets and liabilities, income and expenditures and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year and a separate capital budget when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000); a summary of projects and activities to be undertaken during the current year; a list of corporate officials and a list of

officers bonded pursuant to Seattle Municipal Code 3.110.240(c);
and

2. Within six (6) months of the end of its fiscal year, file an audited and Council-certified statement of assets and liabilities, income and expenditures, and changes in financial position.

ARTICLE XIII

COMMENCEMENT

The Authority shall commence its existence effective upon filing its Charter as issued and attested.

ARTICLE XIV

DISSOLUTION

Section 1. Dissolution.

Dissolution of the Authority shall be in the form and manner required by law, City ordinance, and the Rules and Regulations. Upon dissolution of the Authority and the winding up of its affairs, all of the rights, assets and property of the Authority shall pass to and be distributed according to the terms of the applicable grant agreements or covenants with the federal government, or agreements with donors, or other parties made at the time of acquisition, or to a qualified entity specified in Seattle Municipal Code 3.110.490.

Section 2. Dissolution Statement.

Upon enactment of a resolution by the City Council for dissolution of the Authority or by the Authority for its own dissolution other than for purposes of merger or reorganization

in a plan approved by the Mayor, the Authority shall file a dissolution statement signed by its chief executive officer setting forth:

1. The name and principal office of the Authority;
2. The debts, obligations, and liabilities of the Authority, and the property and assets available to satisfy the same; the provisions to be made for satisfaction of outstanding liabilities and performance of executory contracts; and the estimated time for completion of its dissolution;
3. Any pending litigation or contingent liabilities;
4. The Council resolution providing for such dissolution and the date(s) and proceedings leading toward its adoption, whenever the dissolution be voluntary; and
5. A list of persons to be notified upon completion of dissolution.

ARTICLE XV

REVIEW

Section 1. Pike Place Merchants' Association.

To the extent practicable, any proposal of the Authority that substantially affects any farmer, resident, merchant, tenant or lessee within the seven-acre Pike Place Market Historical District shall be submitted to the Pike Place Merchants' Association prior to its adoption by the Authority. To the extent practicable, any such proposal shall include a specific analysis of the likely impact of the proposal on any farmer, resident, merchant, tenant or lessee who will be substantially

affected by the proposal and shall, to the extent practicable, be submitted to the Pike Place Merchants' Association in a time and manner that affords the Pike Place Merchants' Association reasonable time to review and comment on the proposal prior to its adoption. Any recommendation of the Pike Place Merchants' Association to any such proposal shall not be binding upon the Authority but shall be responsibly considered by the Authority in its own deliberations on the proposal.

In addition, the Authority will endeavor to incorporate present occupants of the Pike Place Market area into any future development plans for the area. To the extent practicable, Market merchants doing business at the time this Charter is adopted shall be given an opportunity to participate in such plans by either retaining their present locations under criteria specified by such plans or by relocating elsewhere in the Pike Place Market area. In the case of relocation, present merchants shall be given preference over comparable new businesses seeking locations appropriate for such businesses in the Market area.

Section 2. General Review.

In addition to the review described in Section 1 above, there shall be such further and additional review of proposals and decisions of the Council of the Authority as may be provided for in the Rules and Regulations.

ARTICLE XVI
MISCELLANEOUS

Section 1. Geographic Limitation.

The Authority may conduct activities outside the City of Seattle upon a determination by the Council that each such activity will further the purposes of the Authority but only in those areas of another jurisdiction whose governing body by agreement with the City consents thereto.

Section 2. Bonding.

The Treasurer of the Authority, and any other officials responsible for Authority accounts and finances, shall file with the Authority fidelity bonds in an amount determined adequate and appropriate by the Council. Such officials may hold such positions only as long as such bonds continue in effect. The Authority shall notify the Mayor in its annual report of the officials responsible for Authority funds, accounts and finances; the names of such officials and the amounts of the bonds prescribed for them and confirm that such bonds are currently in effect.

Section 3. Safeguarding of Funds.

Authority funds shall be deposited in a depository acceptable to the Mayor and be otherwise safeguarded pursuant to such instructions as the Mayor may from time to time issue.

Section 4. Insurance.

The Authority shall maintain in full force and effect public liability insurance in an amount specified by the Mayor sufficient to cover potential claims for bodily injury, death or disability, and for property damage, which may arise from or be related to projects and activities of the Authority, naming the City as an additional insured.

Section 5. Code of Ethics.

No current corporate official or employee shall engage in conduct prohibited under Seattle Municipal Code 3.110.560. Uncompensated officials and employees and designated compensated employees shall annually by April 15 file statements of economic interest as required under Seattle Municipal Code 3.110.570. The Council shall enforce the provisions of Seattle Municipal Code 3.110.580. Additionally, all final Council determinations under Seattle Municipal Code 3.110.580 shall be provided to the City Board of Ethics for its information. The Board, in its discretion, may comment on any determination and provide its comments to the Council.

Section 6. Discrimination Prohibited.

1. As provided in Seattle Municipal Code 3.110.260, neither Council nor Constituency membership may directly or indirectly be based upon or limited by age, race, color, religion, sex, national origin, marital status, sexual orientation, political ideology, or the physical handicap of a capable

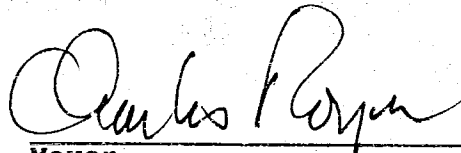
person. The Council shall take steps to ensure equality of employment opportunity as provided in the code.

2. Authority use of funds provided to it by the City after January 1, 1985, shall be subject to the requirements of Seattle Municipal Code Chapter 20.46 (Women's and Minority Business Utilization).

Section 7. Nonexclusive Charter.

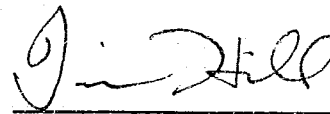
This Charter is nonexclusive and does not preclude the granting by the City of other charters to establish additional public corporations.

This revised charter reflects the charter as issued June 29, 1973, and amended on March 17, 1976 and September 21, 1976, together with the amendments proposed by the Pike Place Market Preservation and Development Authority Council and Constituency and approved by me this 19th day of ~~February~~ ^{March}, 1985.



Mayor

Attest



City Comptroller

CHRT8:C3

Pike Place Market
Preservation & Development Authority

85 Pike Street • Room 500 • Seattle, Washington 98101 • phone 206-625-4764

REC'D OMB JAN 25 1985

January 14, 1985

Linda Gorton
OMB
300 Municipal Building
600 Fourth Ave
Seattle, Wa 98104

Dear Linda:

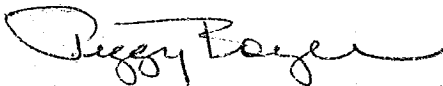
On January 8, 1985, the Pike Place Market Constituency voted 28-0-0 at its Quarterly Membership Meeting to approve the Market PDA's new Charter.

The PDA Council had approved the new Charter at its regular November 27, 1984, meeting.

I have enclosed a copy of the Council and Constituency resolutions for approval and the text of amendments which was approved.

Council members had received notice of the proposed changes 45 days before they took action. Constituency members had received the text 24 days prior to the public vote. In addition, public notice of the vote was given to Constituency members in a special mailing and in the November, December and January issues of the Market Record. The Record is mailed to each Constituency member. Constituency members were given my name to contact for further information.

Sincerely,



Peggy Boyer
Constituency Staff

Pike Place Market
Preservation & Development Authority

85 Pike Street • Room 500 • Seattle, Washington 98101 • phone 206-625-4764

RESOLUTION 84-35

NOVEMBER 27, 1984

"WHEREAS, each Council member received 15 days before the date of this Council meeting a copy of the proposed amendments to the Charter of Pike Place Market Preservation and Development Authority, and a statement of the purpose and effect of the proposed amendments; and

WHEREAS, this Council meeting is a regular monthly Council meeting; and

WHEREAS, the Council members present have reviewed and discussed all of the proposed Charter amendments; and

WHEREAS, two-thirds of the Council members voting on the issue and a majority of the Council voting membership have approved the proposed amendments to the Charter Article by Article;

THEREFORE, BE IT RESOLVED, that the attached proposed Charter amendments shall be approved by the Council and referred with an affirmative recommendation to the Constituency for Constituency approval.

Council, Pike Place Market
Preservation and Development
Authority

By: Cindy Gustafson
Cindy Gustafson, Chair

Cathleen Carr
Cathleen Carr, Vice Chair

I, Pat Santiago, hereby certify that I am the Secretary of the Council of Pike Place Market Preservation and Development Authority; and that the foregoing resolution is a true and correct copy of the resolution adopted by the vote of two-thirds of the Council members voting on the issue and a majority of the Council voting membership, at a regular meeting of said Council on the 27th day of November, 1984, at which a quorum was present."

Pat Santiago
Pat Santiago, Secretary-Treasurer

January 8, 1985

Market Constituency Resolution 85-1

WHEREAS, each Constituency Member received 15 days before the date of this Quarterly Membership Meeting a copy of the proposed amendments to the Charter of the Pike Place Market Preservation and Development Authority; and,

WHEREAS, the proposed amendments to the Charter were approved by the PDA Council and referred with an affirmative recommendation to the Constituency for Constituency approval at a regular meeting of said Council on the 27th day of November, 1984; and,

WHEREAS, concurrence of the Constituency is required on any proposed amendments to the Charter; and,

WHEREAS, ten percent of the Constituency members have voted affirmatively on the proposed amendments to the Charter;

THEREFORE, BE IT RESOLVED, that the attached proposed Charter amendments are hereby approved by the Constituency.

Constituency, Pike Place Market
Preservation and Development
Authority

By: Kathleen Southwick
Kathleen Southwick, Chair

Sheral A. Burkey
Sheral Burkey, Vice Chair

I, Elayne Rice, hereby certify that I am Secretary of the Constituency of the Pike Place Market Preservation and Development Authority; and that the foregoing resolution is a true and correct copy of the resolution adopted by an affirmative vote of the Constituency voting membership, at a Quarterly Membership Meeting of said Constituency on the 8th day of January, 1985, at which a quorum was present.

Elayne Rice, Secretary
Elayne Rice, Secretary